

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

AXION POWER INTERNATIONAL,
INC., WILLIAM AND TRACY
AHEARN, h/w, SALLY FONNER, and
JAMES SMITH, M.D.,

Plaintiffs,

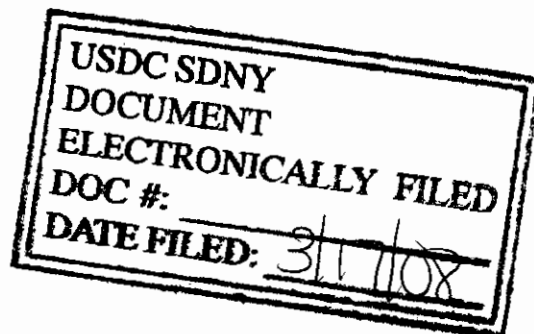
v.

MERCATUS & PARTNERS, LTD., MF
GLOBAL, INC., MF GLOBAL, UK, Ltd.,
CARI MASI a/k/a CARY MASI, BNP
PARIBAS SECURITIES SERVICES,
BANCA MB S.p.A., DWIGHT
PARSCALE, STEPHANO CEVALO,
CONTINENTAL STOCK TRANSFER
AND TRUST COMPANY, PENSON
FINANCIAL SERVICES, INC. AND
BROWN BROTHERS HARRIMAN &
CO.,

Defendants.

Civil Action No. 07-CV-11493 (RWS)

STIPULATION AND [PROPOSED]
ORDER



IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned counsel, that the date by which Plaintiffs must answer or otherwise respond to Defendant Penson Financial Services, Inc.'s Motion to Dismiss the Complaint is extended to and including April 7, 2008; and

IT IS FURTHER STIPULATED AND AGREED that this stipulation shall not be deemed a waiver of any rights, arguments, or defenses available to the parties or in any way impair such rights, arguments, or defenses, and that no previous requests for extensions of time have been made.

Dated: March 12, 2008

FELLHEIMER AND EICHEN LLP

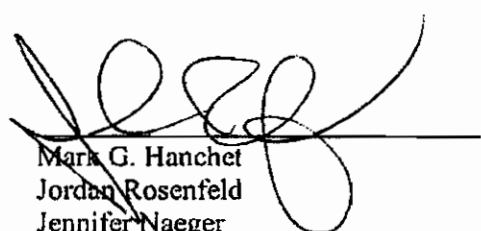


Alan S. Fellheimer [AF1401]
44 Wall Street, 12th Floor
New York, NY 10005

Telephone (212) 461-7142

Attorneys for Plaintiffs

MAYER BROWN LLP

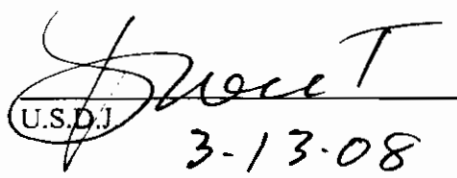


Mark G. Hanchet
Jordan Rosenfeld
Jennifer Naeger
1675 Broadway
New York, NY 10019

Telephone (212) 506-2500

*Attorneys for Defendant Penson Financial
Services, Inc.*

SO ORDERED:



U.S.D.J.
3-13-08